

Recorded at the request of:
Sun River St. George Development, L.C.

After recording, return to:
Jenkins Jensen & Bayles, LLP
Attn: Bruce C. Jenkins
1240 East 100 South, Suite 9
St. George, UT 84790

00876280 Bk 1632 Pg 2314
RUSSELL SHIRTS * WASHINGTON CO RECORDER
2004 APR 23 16:46 PM FEE \$24.00 BY AMH
FOR: JENKINS & JENSEN

**AMENDMENT TO DECLARATION
OF COVENANTS, CONDITIONS AND RESTRICTIONS
OF
SUN RIVER ST. GEORGE
RE: Neighborhood Designation
(Phases 1A-1E, 2A-2B, 3A-3B, 5A-5B, 6, 7, 8, 9, 10)**

This Amendment to the Declaration of Covenants, Conditions and Restrictions of Sun River St. George has been approved and is hereby made by SUN RIVER ST. GEORGE DEVELOPMENT, L.C., a Utah limited liability company (the "Declarant") and is submitted for recording in the official records of the Washington County Recorder.

RECITALS

A. Declarant caused to be recorded (i) the Declaration of Covenants, Conditions and Restrictions of Sun River St. George (the "Declaration") on March 10, 1998, as Entry No. 594446, in Book 1187, at Pages 294-365; (ii) the Amendment to the Declaration of Covenants, Conditions, and Restrictions for Sun River St. George on May 2, 2000, as Entry No. 683971, in Book 1367, at Pages 1624-1626; (iii) the Supplemental Declaration for Sun River St. George, Phase 3B recorded on March 31, 2000, as Entry No. 680701, in Book 1364, at Pages 1485-1487; (iv) the Supplemental Declaration for Sun River St. George Phase 2B recorded on June 8, 2000, as Entry No. 687617, in Book 1371, at Pages 285-287; (v) the Supplemental Declaration for Sun River St. George Phase 5A, recorded on December 26, 2000, as Entry No. 705604, in Book 1389, at Pages 2123-2125; (vi) the Supplemental Declaration for Sun River St. George, Phase 2B, recorded July 30, 2001, as Entry No. 729444, in Book 1419, at Pages 1525-1527; (vii); the Supplemental Declaration for Sun River St. George, Phase 6, recorded on June 13, 2002, at Entry No. 768934, in Book 1470, at Pages 755-757; (viii) the Supplemental Declaration for Sun River St. George, Phase 7, recorded on May 10, 2002, as Entry No. 764340, in Book 1464, at Pages 2600-2602; (ix) the Supplemental Declarations for Sun River St. George, Phases 8 recorded on January 28, 2004, as Entry No. 862429, in Book 1611, at Pages 2571-2573; (x) the Supplemental Declaration for Sun River St. George Phase 9 recorded on February 23, 2004, as Entry No. 866073, in Book 1616, at Pages 2594- 2598, (xi) the Supplemental Declaration for Sun River St. George Phase 10 recorded on March 11, 2004, as Entry No. 869109, in Book 1621, at Pages 1762-1766, (xii) the Supplemental Declaration for Sun River St. George Phases 1A - 1E, 2A, 3A, and 5B recorded concurrently herewith; and (xiii) all other supplements and amendments which are of record with the Washington County Recorder (collectively the "Declaration" including all amendments and supplements thereto).

B. Article XVI, Section 16.2, of the Declaration vests the Declarant with the right to amend the Declaration as may be reasonably necessary or desirable. Article III, Section 3.4, of the Declaration provides that during the Development Period Declarant may unilaterally amend the Declaration or any Supplemental Declaration to redesignate Neighborhood boundaries. This

Amendment to the Declaration was approved and will be recorded within the Development Period and is recorded for the purpose of redesignating the Neighborhood boundaries.

C. Prior to September 2003 no official Neighborhood designation had occurred and by default the Project consisted of a single Neighborhood. There were, however, unofficial delineations of the Project into "Areas". This Amendment resolves any misconceptions in relation to the unofficial Project "Areas" and "Area Representatives" and properly designates the Neighborhoods in connection with the functions of the Neighborhood Representatives as more fully provided for in the Declaration.

D. This Amendment shall apply to and be recorded against the following real property, all located in Washington County, State of Utah:

See Exhibit A attached hereto and incorporated herein by this reference.

AMENDMENT


NOW, THEREFORE, the Declarant amends the Declaration as follows:

Phases 1A-1E, 2A, 2B, 3A, 3B, 5A, 5B, 6, 7, 8, 9, and 10 of Sun River St. George are hereby divided into four (4) Neighborhoods (N1, N2, N3 and N4) according to the map attached hereto and incorporated herein as Exhibits B (N1), C (N2), D (N3), and E (N4).

Declarant hereby reserves all rights granted to it in the Declaration, including without limitation, the unilateral right to redesignate Neighborhood boundaries during the Development Period as more fully provided for in Section 3.4 of the Declaration.

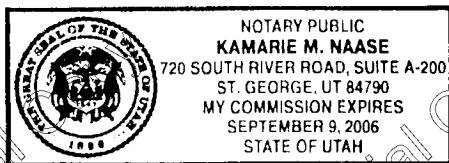
Dated this 22nd day of April, 2004.

Declarant:
SUN RIVER ST. GEORGE DEVELOPMENT, L.C.


By: Darcy Stewart, its Manager

STATE OF UTAH,)
)
 :ss.
 County of Washington.)

On this 22nd day of April, 2004, personally appeared before me, Darcy Stewart, who being by me duly sworn did say that she is the Manager of Sun River St. George Development, L.C., a Utah limited liability company, and that he executed the foregoing Amendment on behalf said Company being authorized and empowered to do so by the Operating Agreement of said Company, and he did acknowledge to me that such Company executed the same for the uses and purposes stated therein.



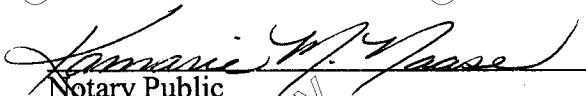

Notary Public

EXHIBIT A

Real Property located in Washington County, Utah

All of Lots 1 through 12 and the Common and Limited Common Areas of Phase 1, Plat 1A, Amended, according to the official plat of Sun River on file in the records of the Washington County Recorder.¹

All of Lots 14/15 through 107 and the Common and Limited Common Areas of Phase 1, Plat 1B, Second Amendment, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All of Lots 252 through 293, and Lots 295 and 296 and the Common and Limited Common Areas of Phase 1, Plat 1C, according to the official plat of Sun River on file in the records of the Washington County Recorder.²

All of Lots 194 through 251 and the Common and Limited Common Areas of Phase 1, Plat 1D, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All of Lots 108 through 146 and the Common and Limited Common Areas of Phase 1, Plat 1E, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All of Lots 147 through 193 and the Common and Limited Common Areas of Phase 2A, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All of Lots 442 through 449 and the Common and Limited Common Areas of Phase 2B, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All of Lots 297 through 371 and the Common and Limited Common Areas of Phase 3A, according to the official plat of Sun River on file in the records of the Washington County Recorder.

¹Narrative No. 1 contained on Sun River, Phase 1, Plat 1A, Amended, confirms reconfiguration of the area described by private ownership areas 11, 12 and 13 into two private ownership areas (11 and 12).

²Note No. 4 contained on Sun River, Phase 1, Plat 1C confirms that Lot 294 was eliminated.

All of Lots 372 through 441 and the Common and Limited Common Areas of Phase 3B, according to the official plat of Sun River on file in the records of the Washington County Recorder.³

All of Lots 498 through 513 and the Common and Limited Common Areas of Phase 5A, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All of Lots 514 through 562 and the Common and Limited Common Areas of Phase 5B, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All of Lots 563 through 609 and the Common and Limited Common Areas of Phase 6, according to the official plat of Sun River on file in the records of the Washington County Recorder.

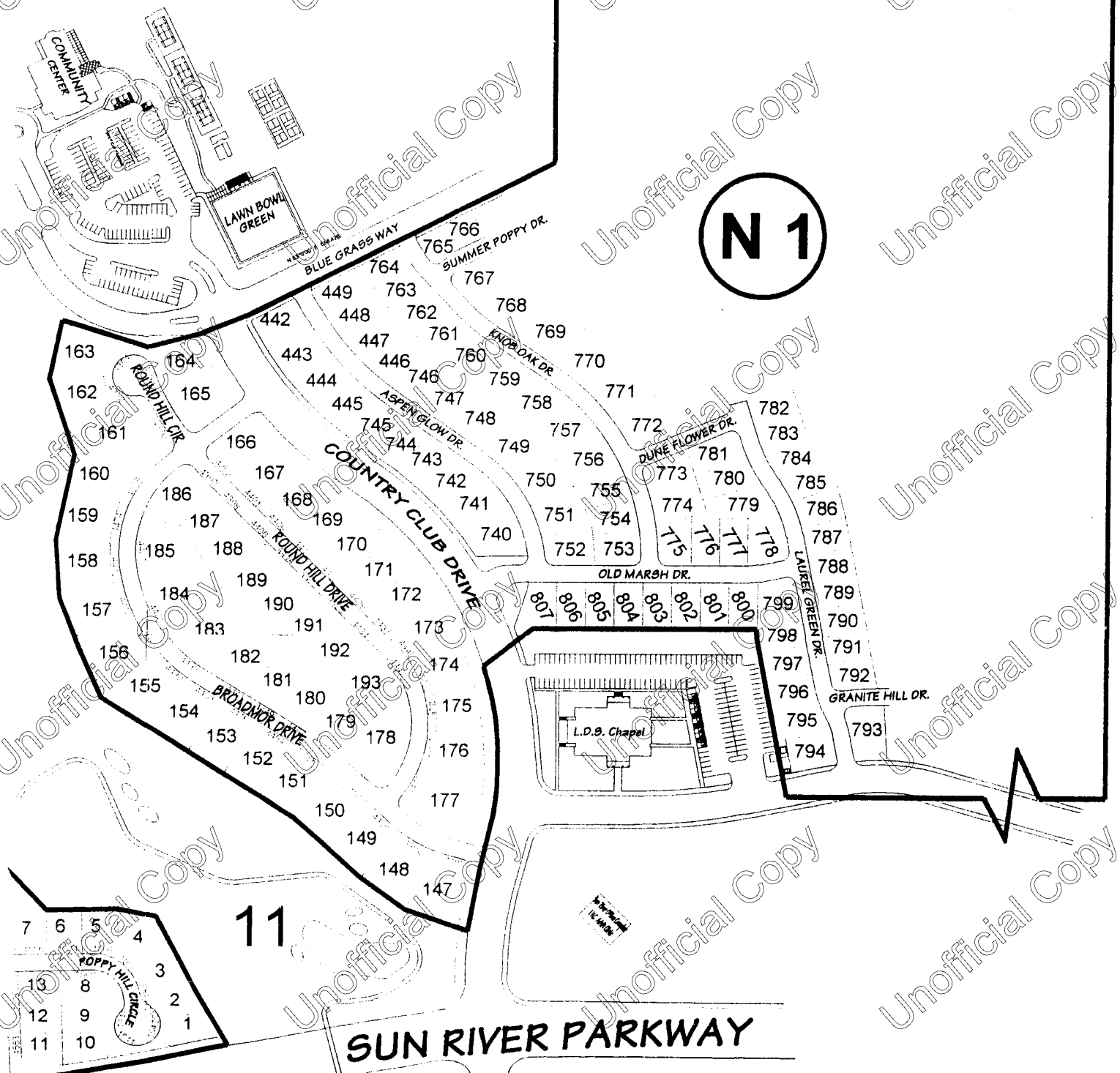
All of Lots 610 through 650 and the Common and Limited Common Areas of Phase 7, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All of Lots 651 through 695 and the Common and Limited Common Areas of Phase 8, according to the official plat of Sun River on file in the records of the Washington County Recorder.

All of Lots 696 through 739 and the Common and Limited Common Areas of Phase 9, according to the official plat of Sun River on file in the records of the Washington County Recorder.

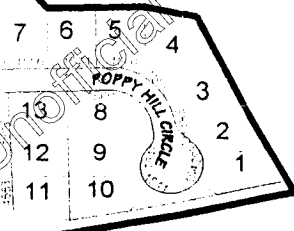
All of Lots 740 through 807 and the Common and Limited Common Areas of Phase 10, according to the official plat of Sun River on file in the records of the Washington County Recorder.

³Phase 4 has not yet been developed and to date a Plat Map for such phase has not been recorded.



11

SUN RIVER PARKWAY



506 507

N 2

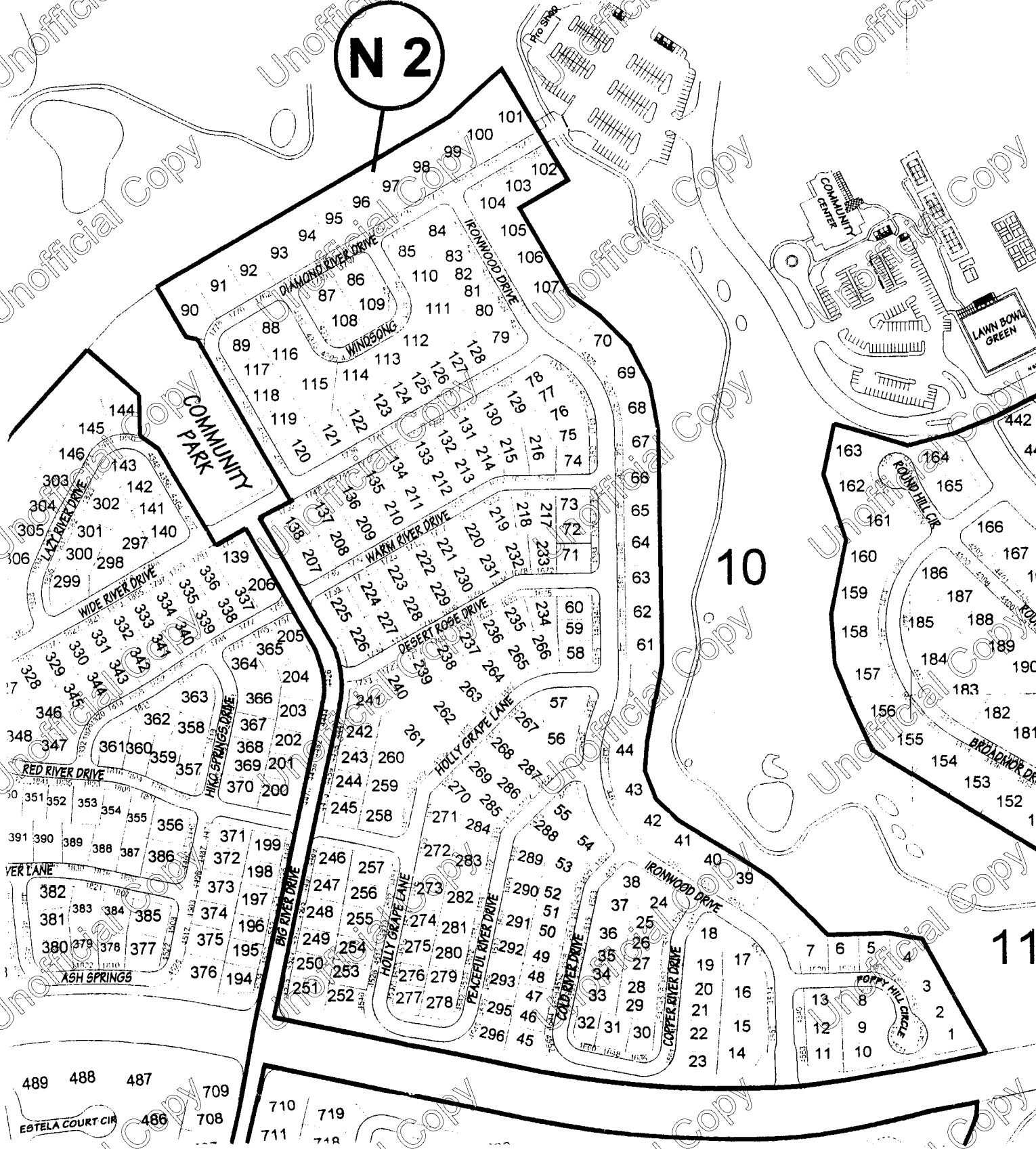


EXHIBIT c
 PAGE 1 of 1

SCALE: NONE
ADDRESSES APPROXIMATE

GOLF BALL
MAGNET

17

N 3

COMMUNITY
PARK

SUN RIVER PARKWAY

16

